

May 12, 2025

To,  
**BSE Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai – 400001**  
**Scrip Code: 532372**

To,  
**National Stock Exchange of India Limited**  
**Exchange Plaza, Bandra-Kurla Complex,**  
**Bandra (E), Mumbai - 400 051**  
**Symbol: VIRINCHI**

Dear Sir/Madam,

**Subject : Annual Secretarial Compliance Report for the year ended March 31, 2025**  
**Reference : Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report for the year ended March 31, 2025.

This is for your information and records.

Thanking You,

Yours faithfully

**For Virinchi Limited**

**K Ravindranath Tagore**  
**Company Secretary**  
**M.No.A18894**

**Encl. as above**



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**Annual Secretarial Compliance Report of M/s. Virinchi Limited for the financial year ended**  
**31<sup>st</sup> March, 2025**

I, G. Vinay Babu, Company Secretary in Practice have examined

- (a) All the documents and records made available to me and explanation provided by M/s. Virinchi Limited (the "Listed entity").
- (b) The filings/ submissions made by the listed entity to the stock exchange.
- (c) Website of the listed entity.
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable to the Company during the review period.**)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



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- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the review period.)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- (j) And circulars/guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- b. The listed entity has paid fine of Rs. 2,83,200/- for the observations made (Company has not approached to the Exchange(s) for listing of equity shares within 7 working days from the date of grant of listing approval pursuant to preferential issue) in previous report issued for the financial year 2023-2024.

**ADDITIONAL AFFIRMATIONS:**

| S.No | Particulars                                                                                                                                                                                                                                                                                                                                                                                                 | Compliance Status | Observations /Remarks of PCS |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------------------|
| 1    | <b>Secretarial Standards:</b><br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).                                                                                                                                                                                                     | Yes               | Nil                          |
| 2    | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li><li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li></ul> | Yes               | Nil                          |
| 3    | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents/ information under a separate section on the website.</li></ul>                                                                                                                                               | Yes               | Nil                          |



| S.No | Particulars                                                                                                                                                                                                                                                                                                                                                          | Compliance Status | Observations /Remarks of PCS |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------------------|
|      | <ul style="list-style-type: none"><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>                                                                                                                                     |                   |                              |
| 4    | <b>Disqualification of Director:</b><br><br>None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013.                                                                                                                                                                                                                            | Yes               | Nil                          |
| 5    | <b>Details related to Subsidiaries of listed entities:</b><br><br>(a) Identification of material subsidiary companies.<br>(b) Requirements with respect to disclosure of material as well as other subsidiaries.                                                                                                                                                     | Yes               | Nil                          |
| 6    | <b>Preservation of Documents:</b><br><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.                                                                                         | Yes               | Nil                          |
| 7    | <b>Performance Evaluation:</b><br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.                                                                                                                                          | Yes               | Nil                          |
| 8    | <b>Related Party Transactions:</b><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.<br>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. | Yes               | Nil                          |
| 9    | <b>Disclosure of events or information:</b><br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.                                                                                                                          | Yes               | Nil                          |
| 10   | <b>Prohibition of Insider Trading:</b><br><br>The listed entity is in compliance with Regulation 3(5) &                                                                                                                                                                                                                                                              | Yes               | Nil                          |



**VINAY BABU GADE**<sub>ACS, LLB</sub>

**Company Secretary in Practice**

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| S.No | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Compliance Status | Observations /Remarks of PCS                                                                       |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------------------------------------------------------------------------------------|
|      | 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                                                                                                                                                                                                                                                               |                   |                                                                                                    |
| 11   | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br><br>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.                                                                                                                                  | Yes               | Nil                                                                                                |
| 12   | <b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b><br><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity. | NA                | There was no instance of resignation of Statutory Auditor of the Company during the review period. |
| 13   | <b>Additional Non-compliances, if any:</b><br><br>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.                                                                                                                                                                                                                                                                                                                                                 | Yes               | Nil                                                                                                |

  


**Vinay Babu Gade**  
**Company Secretary in Practice**  
**M. No: A20592**  
**CP. No: 20707**  
**UDIN: A020592G000307934**

**Place: Hyderabad**  
**Date: May 09, 2025**